



**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- ° Each promoter of the issuer, if the issuer has been organized within the past five years;
- ° Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- ° Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- ° Each general and managing partner of partnership issuers.

Check Box(es) that Apply:     Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

Full Name                    (Last name first, if individual)

**Chih-Kai Cheng**

Business or Residence Address                    (Number and Street, City, State, Zip Code)

**801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**Check Box(es) that Apply:     Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

Full Name                    (Last name first, if individual)

**Stephane Couvreur**

Business or Residence Address                    (Number and Street, City, State, Zip Code)

**801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**Check Box(es) that Apply:     Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

Full Name                    (Last name first, if individual)

**Jonathan Fram**

Business or Residence Address                    (Number and Street, City, State, Zip Code)

**801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**Check Box(es) that Apply:     Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

Full Name                    (Last name first, if individual)

**Aymerik Renard**

Business or Residence Address                    (Number and Street, City, State, Zip Code)

**801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**Check Box(es) that Apply:     Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

Full Name                    (Last name first, if individual)

**Julien Signes**

Business or Residence Address                    (Number and Street, City, State, Zip Code)

**801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**Check Box(es) that Apply:     Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

Full Name                    (Last name first, if individual)

**Global Accelerator LLC**

Business or Residence Address                    (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**Check Box(es) that Apply:     Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

Full Name                    (Last name first, if individual)

**France Telecom Technologies Investissements**

Business or Residence Address                    (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name            (Last name first, if individual)

**Sigma Designs, Inc.**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name            (Last name first, if individual)

**Paradigm Venture Partner and affiliated funds**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name            (Last name first, if individual)

**Credit Lyonnais Venture Capital and affiliated funds**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name            (Last name first, if individual)

**Innovacom 4**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name            (Last name first, if individual)

**Intel Capital Corporation**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name            (Last name first, if individual)

**Maton Fund II LP**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name            (Last name first, if individual)

**Harbinger (BVI) Venture Capital Corp. and affiliated funds**

Business or Residence Address            (Number and Street, City, State, Zip Code)

**c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

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Full Name                    (Last name first, if individual)

NTT Leasing Capital (U.S.A.), Inc.

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Business or Residence Address                    (Number and Street, City, State, Zip Code)

c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080

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Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

---

Full Name                    (Last name first, if individual)

Albert Liong

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Business or Residence Address                    (Number and Street, City, State, Zip Code)

c/o Envivio, Inc. 801 Gateway Boulevard, Suite 402, South San Francisco, CA 94080

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B. INFORMATION ABOUT OFFERING

1 Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? [ ] Yes [x] No

Answer also in Appendix, Column 2, if filing under ULOE.

2 What is the minimum investment that will be accepted from any individual? \$ ..... None

3 Does the offering permit joint ownership of a single unit? ..... [x] Yes [ ] No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for the broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States..... [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States..... [ ] All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States..... [ ] All States

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0	\$ 0
Equity .....	<u>\$ 3,899,312</u>	<u>\$ 3,899,312</u>
[x] Common [x] Preferred		
Convertible Securities including Warrants .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify _____) .....	\$ 0	\$ 0
<b>Total</b>	<u><b>\$ 3,899,312</b></u>	<u><b>\$ 3,899,312</b></u>

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>18</u>	<u>\$ 3,899,312</u>
Non-accredited Investors	<u>0</u>	<u>\$ 0</u>
<b>Total (for filings under Rule 504 only).....</b>	_____	_____

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	_____
Regulation A.....	_____	_____
Rule 504.....	_____	_____
<b>Total</b>	_____	_____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	<u>\$ 10,000.00</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify)	<input type="checkbox"/>	\$ _____
<b>Total</b>	<input type="checkbox"/>	<u><b>\$ 10,000.00</b></u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

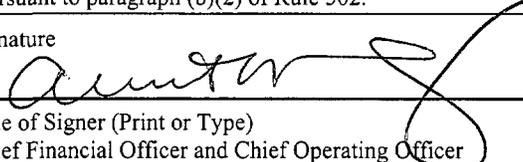
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to issuer." \$3,889,312

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[ ] \$ _____	[ ] \$ _____
Purchase of real estate	[ ] \$ _____	[ ] \$ _____
Purchase, rental or leasing and installation of machinery and equipment	[ ] \$ _____	[ ] \$ _____
Construction or leasing of plant buildings and facilities	[ ] \$ _____	[ ] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[ ] \$ _____	[ ] \$ _____
Repayment of indebtedness	[ ] \$ _____	[ ] \$ _____
Working capital	[ ] \$ _____	[ ] \$3,889,312
Other (specify):	[ ] \$ _____	[ ] \$ _____
.....		
Column Totals	[ ] \$ _____	[ ] \$3,889,312
 Total Payments Listed (column totals added)		[ ] \$3,889,312

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Envivio, Inc.	Signature 	Date December 23, 2003
Name of Signer (Print or Type) Albert Liong	Title of Signer (Print or Type) Chief Financial Officer and Chief Operating Officer	

**ATTENTION**  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)